

<b>UNITED STATES BANKRUPTCY COURT</b> <b>DISTRICT OF NEW JERSEY</b> <b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b>	
<b>BROWN RUDNICK LLP</b> Robert J. Stark, Esq. Kenneth J. Aulet, Esq. Bennett S. Silverberg, Esq. Seven Times Square New York, NY 10036 Telephone: (212) 209-4800 Fax: (212) 209-4801 Email: rstark@brownrudnick.com kaulet@brownrudnick.com bsilverberg@brownrudnick.com <i>Counsel for the Official Committee of Unsecured Creditors</i> -and- <b>GENOVA BURNS LLC.</b> Daniel M. Stolz, Esq. Donald W. Clarke, Esq. Gregory S. Kinoian, Esq. 110 Allen Rd., Suite 304 Basking Ridge, NJ 07920 Telephone: (973) 230-2095 Fax: (973) 533-1112 Email: DStolz@genovaburns.com DClarke@genovaburns.com GKinoian@genovaburns.com <i>Local Counsel for the Official Committee of Unsecured Creditors</i>	<b>BROWN RUDNICK LLP</b> Stephen D. Palley, Esq. 601 Thirteenth Street, NW Washington, DC 20005 Telephone: (617)536-1766 Fax: (617)289-0466 Email: spalley@brownrudnick.com
In re:  BLOCKFI INC., <i>et al.</i> ,  Debtors. <sup>1</sup>	Chapter 11  Case No. 22-19361 (MBK)  Jointly Administered

**APPLICATION FOR RETENTION OF MILLER NASH LLP  
AS SPECIAL LOCAL WASHINGTON COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

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<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC. (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

1. The applicant, Official Committee of Unsecured Creditors (the “Committee”), is the (check all that apply):

- ☐ Trustee: ☐ Chap. 7 ☐ Chap. 11 ☐ Chap. 13.
- ☐ Debtor: ☐ Chap. 11 ☐ Chap. 13
- ☒ Official Committee of Unsecured Creditors

2. The applicant seeks to retain the following professional Miller Nash LLP (“Miller Nash”) to serve as (check all that apply):

- ☐ Attorney for: ☐ Trustee ☐ Debtor-in-Possession
- ☐ Official Committee of \_\_\_\_\_
- ☐ Accountant for: ☐ Trustee ☐ Debtor-in-possession
- ☐ Official Committee of \_\_\_\_\_
- ☒ Other Professional:
- ☐ Realtor ☐ Appraiser ☒ Special Counsel (**Local Washington Counsel**)
- ☐ Auctioneer ☐ Other (specify):

3. The employment of the professional is necessary because: the Committee requires local counsel to represent its interests in the United States District Court for the Western District of Washington, in the matter captioned, *United States v. Sergei Potapenko, et al.*, 2:22-CR-00185-RSL (W.D. Wa. Oct. 27, 2022).

4. The professional has been selected because: they have experience in the United States District Court for the Western District of Washington and can competently represent the Committee’s interests.

5. The professional services to be rendered are as follows: Miller Nash will serve as local counsel for the Committee's interests in the United States District Court for the Western District of Washington, in the matter captioned, *United States v. Sergei Potapenko, et al.*, 2:22-CR-00185-RSL (W.D. Wa. Oct. 27, 2022).

Consistent with this application and any resulting Order, the terms of Miller Nash's retention is detailed in the Engagement letter attached as **Exhibit "A."**

6. The proposed arrangement for compensation is as follows: Miller Nash will bill on an hourly rate. David Neu will be the primary attorney on the matter. His hourly rate is \$625 per hour. Time devoted by paralegals is charged at billing rates ranging from \$245 to \$330 per hour. These billing rates may be adjusted annually.

7. To the best of the applicant's knowledge, the professional's connection with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

☐ None

☒ Describe connection: See Exhibit A hereto.

8. To the best of the applicant's knowledge, the professional (check all that apply):

☒ does not hold an adverse interest to the estate.

☒ does not represent an adverse interest to the estate.

☒ is a disinterested person under 11 U.S.C. § 101(14).

☒ does not represent or hold any interest adverse to the debtor or the estate with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

☐ Other; explain:

9. If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows: N/A

10. The following information is provided pursuant to paragraph D.2 of the U.S. Trustee Guidelines.

- a. I am informed by Miller Nash, proposed local Washington counsel, that the U.S. Trustee Guidelines require that any application for employment of an attorney under section 327 or 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the number of firms the client interviewed.
- b. The Committee was informed that the Committee is obligated to retain Washington counsel to represent them in these Chapter 11 Cases. In that regard, Miller Nash represented that it has significant experience appearing before this Court, and an in-depth knowledge of the local practice and procedure. The Committee relied on Miller Nash's recommendation and elected to retain Miller Nash on that basis.
- c. Based on the foregoing, the Committee is of the opinion that it is necessary for the Committee to employ Miller Nash as their Washington counsel in these cases and that such employment is in the best interest of the Committee and these bankruptcy estates.
- d. The applicant respectfully requests authorization to employ the professional to render services in accordance with this application, with compensation to be paid as an administrative expense in such amounts as the Court may determine and allow.

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

/s/ Elisabeth Carabas

Elisabeth Carabas, solely in her capacity as Co-Chair of the Official Committee of Unsecured Creditors of BlockFi Inc., et al.

/s/ Brendon Ishikawa

Brendon Ishikawa solely in his capacity as Co-Chair of the Official Committee of Unsecured Creditors of BlockFi Inc., et al.

Date: June 9, 2023

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